

RECORDATION NO. 27555-A FILED

JUL 02 '08 -11 00 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301

WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

OF COUNSEL  
URBAN A. LESTER

July 2, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Equipment Lease Agreement, dated as of June 30, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 27555.

The names and addresses of the parties to the enclosed document are:

Lessor: Bank of America, N.A.  
One Financial Plaza  
Providence, RI 02903

Lessee: The Andersons, Inc.  
480 W. Dussel Drive  
Maumee, OH 43537

Anne K. Quinlan, Esquire  
July 2, 2008  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

63 railcars: GGCX 1033 - GCGX 1060, NAPX 100 - NAPX 134

A short summary of the document to appear in the index is:

Memorandum of Master Equipment Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO.

27553 A  
FILED

JUL 02 '08 -11 00 AM

**Bank of America**



SURFACE TRANSPORTATION BOARD

One Financial Plaza  
Providence, Rhode Island 02903-2305

**FILED AND RECORDED WITH THE SURFACE TRANSPORTATION BOARD**

On: \_\_\_\_\_

At: \_\_\_\_\_

And given Recordation No.: \_\_\_\_\_

**MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT** dated as of June 30, 2008 by and between Banc of America Leasing & Capital, LLC ("Lessor") and The Andersons, Inc., an Ohio corporation ("Lessee"), as such agreement relates to Lease Schedule No. 15236-11500-047 thereof (together, the "Lease").

**WITNESSETH:**

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, 63 Railcars bearing the Reporting Marks/Running Numbers and Serial Numbers set forth on the Schedule A attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: June 30, 2008

**BANC OF AMERICA LEASING & CAPITAL, LLC,  
SUCCESSOR-BY-MERGER TO FLEET  
CAPITAL CORPORATION**

By: Patricia Smith-Disu  
Name: Patricia Smith-Disu  
Title: Vice President

**THE ANDERSONS, INC.**

By: Nicholas C. Conrad, Assist. Treas.  
Name: Nicholas C. Conrad  
Title: Assistant Treasurer

STATE OF RHODE ISLAND

SS.

COUNTY OF PROVIDENCE

On July 1, 2008 before me, Autilia B. Wilson  
(Notary Name and Title)  
personally appeared Patricia Smith-Disu personally known to me (or  
proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are  
subscribed to within the instrument and acknowledged to me that he/she/they executed the same  
in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument  
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Autilia B. Wilson

(Notary Seal)

Autilia B. Wilson  
Notary Public  
State of Rhode Island  
Providence Plantations  
My Commission Expires: 10/20/08



STATE OF: OHIO

SS.

COUNTY OF: LUCAS

On July 1, 2008 before me, Judy A. Baldwin, Notary  
(Notary Name and Title)

personally appeared Nicholas C. Conrad personally known to me (or  
proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are  
subscribed to within the instrument and acknowledged to me that he/she/they executed the same  
in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument  
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Judy A. Baldwin  
(Notary Seal)

JUDY A. BALDWIN  
Notary Public, State of Ohio  
Commission Expires 02/01/2010



**Bank of America**



**SCHEDULE A EQUIPMENT**

The following documents are attached to and made a part hereof: Memorandum of Master Equipment Lease Agreement dated June 30, 2008

with: **THE ANDERSONS, INC.**

**By: [Signature] Vice President**

Equipment is initially located at: Atlanta, Georgia

63	Used Plastic Covered Hoppers, C214; built in 1976-1998			
	Car Initials	Car Number	Car Initials	Car Number
	GGCX	1033	NAPX	104
	GGCX	1034	NAPX	105
	GGCX	1035	NAPX	106
	GGCX	1036	NAPX	107
	GGCX	1037	NAPX	108
	GGCX	1038	NAPX	109
	GGCX	1039	NAPX	110
	GGCX	1040	NAPX	111
	GGCX	1041	NAPX	112
	GGCX	1042	NAPX	113
	GGCX	1043	NAPX	114
	GGCX	1044	NAPX	115
	GGCX	1045	NAPX	116
	GGCX	1046	NAPX	117
	GGCX	1047	NAPX	118
	GGCX	1048	NAPX	119
	GGCX	1049	NAPX	120
	GGCX	1050	NAPX	121
	GGCX	1051	NAPX	122
	GGCX	1052	NAPX	123
	GGCX	1053	NAPX	124
	GGCX	1054	NAPX	125
	GGCX	1055	NAPX	126
	GGCX	1056	NAPX	127
	GGCX	1057	NAPX	128
	GGCX	1058	NAPX	129
	GGCX	1059	NAPX	130
	GGCX	1060	NAPX	131
	NAPX	100	NAPX	132
	NAPX	101	NAPX	133
	NAPX	102	NAPX	134
	NAPX	103		

**BANC OF AMERICA LEASING &  
CAPITAL, LLC SUCCESSOR-BY-MERGER  
TO FLEET CAPITAL CORPORATION**

By: Patricia Smith-Disu  
Name: Patricia Smith-Disu  
Vice President

**THE ANDERSONS, INC.**

By: Nicholas P. Conrad, President  
Name: Nicholas P. Conrad

**Bank of America**



**SCHEDULE A EQUIPMENT**

The following documents are attached to and made a part hereof: Memorandum of Master Equipment Lease Agreement dated June 30, 2008

with: **THE ANDERSONS, INC.**

[REDACTED]


Title: \_\_\_\_\_

Title: Assistant Treasurer

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/2/08

  
\_\_\_\_\_  
Robert W. Alvord